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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

|                             |   |                         |
|-----------------------------|---|-------------------------|
| -----                       | X |                         |
|                             | : |                         |
|                             | : |                         |
| In re                       | : | Chapter 11              |
|                             | : |                         |
| DELPHI CORPORATION, et al., | : | Case No. 05-44481 (RDD) |
|                             | : |                         |
| Debtors.                    | : | (Jointly Administered)  |
|                             | : |                         |
| -----                       | X |                         |

JOINT STIPULATION AND AGREED ORDER (I) ALLOWING  
PROOF OF CLAIM NUMBER 10190 AND (II) DISALLOWING AND  
EXPUNGING PROOF OF CLAIM NUMBER 16803  
(D.A. INC.)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and D.A. Inc. ("D.A. Inc.") respectfully submit this Joint Stipulation And Agreed Order Allowing Proof Of Claim Number 10190 And Disallowing And Expunging Proof Of Claim Number 16803 (D.A., Inc.) (the "Joint Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on April 18, 2006, DAS LLC filed its Amended And Restated Schedules Of Assets And Liabilities – Schedule(s) D, E, And F, listing a unsecured non-priority scheduled amount of \$694,701.93 (the "Scheduled Amount") in favor of D.A. Inc.

WHEREAS, on July 21, 2006, D.A. Inc. filed proof of claim number 10190 against Delphi, which asserts an unsecured non-priority claim in the amount of \$54,256.58 ("Claim No. 10190") stemming from the sale of goods.

WHEREAS, on June 15, 2007, the Debtors objected to Claim No. 10190 pursuant to the Debtors' Seventeenth Omnibus Objection (Substantive) Pursuant to 11 U.S.C. Section 502(B) and Fed. R. Bankr. P. 3007 to Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected on Debtors' Books and Records, (C) Insurance Claim Not Reflected on Debtors' Books and Records, (D) Untimely Claims and Untimely Tax Claims, and (E) Claims Subject to Modification, Tax Claims Subject to Modification, and Modified Claims Asserting Reclamation (Docket No. 8270) (the "Seventeenth Omnibus Claims Objection").

WHEREAS, on February 12, 2008, D.A. Inc. filed amended proof of claim

number 16803 against DAS LLC, which asserts an unsecured non-priority claim in the amount of \$748,416.74 ("Claim No. 16803," and together with Claim No. 10190, the "Claims") stemming from the sale of goods and seeks to amend and supersede both the Scheduled Amount and Claim No. 10190.

WHEREAS, pursuant to this Joint Stipulation, DAS LLC and D.A. Inc. acknowledge and agree that (i) Claim 10190 shall be allowed in the amount of \$732,000.00 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC and (ii) Claim No. 16803 shall be disallowed and expunged in its entirety.

WHEREAS, DAS LLC is authorized to enter into this Joint Stipulation either because the Claims involve ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and D.A. Inc. stipulate and agree as follows:

1. Claim No. 10190 shall be allowed in the amount of \$732,000.00 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.
2. Claim No. 16803 shall be disallowed and expunged in its entirety.
3. Allowance of Claim No. 10190 is in full satisfaction of Claim No. 10190 and D.A. Inc., on its behalf and on behalf of each of its predecessors, successors, assigns, parents, subsidiaries, and affiliated companies, and each of their former, current, and future officers, directors, owners, employees, and other agents (the "D.A. Inc. Releasing Parties"), hereby waives any and all rights to assert, against any and all of the Debtors, that Claim No.

10190 is anything but a prepetition general unsecured non-priority claim against DAS LLC. The D.A. Inc. Releasing Parties further release and waive any right to assert any other claim, cause of action, demand, or liability of every kind and nature whatsoever, including those arising under contract, statute, or common law, whether or not known or suspected at this time, which relate to either Claim No. 10190 or Claim No. 16803 or which the D.A. Inc. Releasing Parties have, ever had, or hereafter shall have against the Debtors based upon, arising out of, related to, or by reason of any event, cause, thing, act, statement, or omission occurring before the Petition Date.

4. D.A. Inc. shall withdraw its Response to the Seventeenth Omnibus Claims Objection with prejudice.

So Ordered in New York, New York, this 15th day of September, 2008

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons

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